

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Microalliance Group Inc.

4th Floor, Building 10, Yantian International Creative Port
Industrial East Street, Shatoujiao Street, Yantian District
Shenzhen, P.R. China 518000

(+86) 185-6676-1769

Website: N/A

Zhu785435437@163.com

Quarterly Report

For the Period Ending: March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

609,316,077 as of July 31, 2024 (*Current Reporting Period Date or More Recent Date*)

609,316,077 as of December 31, 2023 (*Most Recent Completed Fiscal Year End*)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Current Name of the issuer: Microalliance Group Inc., Incorporated on February 25, 2004 in the State of Nevada as Celtic Cross Ltd. Predecessor names; Celtic Cross Ltd., eSavingStore.com, Inc., Immureboost, Inc, Fountain Healthy Aging, Inc..

Name changes: Microalliance Group Inc. Predecessor names; The Company was incorporated in the State of Nevada as Celtic Cross Ltd. on February 25, 2004. eSavingStore.com, Inc. on July 17, 2006. Immureboost, Inc, on July 10, 2007, Fountain Healthy Aging, Inc. on August 27, 2008, Microalliance Group Inc. on February 7, 2022 to present.

Current State and Date of Incorporation or Registration: Incorporated February 25, 2004 in the State of Nevada
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
Unchanged

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

4th Floor, Building 10, Yantian International Creative Port, Industrial East Street, Shatoujiao Street, Yantian District Shenzhen, P.R. China 518000

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

On January 16, 2019, Custodian Ventures LLC filed an Application for Appointment of Custodian (the "Application") with the District Court in Clark County, Nevada (the "Court"). On April 1, 2019, the Court issued an Order Granting Application for the Appointment of the Custodian. On June 17, 2019, the Court entered an Order Granting Motion to Terminate Custodianship.

2) Security Information

Transfer Agent

Name: Legacy Stock Transfer, Inc.
Phone: (972) 612-4120
Email: info@legacystocktransfer.com
Address: 16801 Addison Road, Suite 247, Addison, TX 75001

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>MALG</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>35069H205</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>750,000,000</u> as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>609,316,077</u> as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>81</u> as of date: <u>March 31, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

None

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Preferred Stock</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>100,000,000</u> as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>100,000,000</u> as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>March 31, 2024</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

None

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

The following summary describes the material terms of our Common Stock. This summary does not purport to be completed and is qualified in its entirety by reference to our Amended and Restated Articles of Incorporation dated September 10, 2019, Certificate of Amendment dated February 7, 2022, and Amended and Restated Bylaws adopted on February 7, 2022.

Dividends

The holders of shares of our Common Stock are entitled to dividends out of funds legally available when and as declared by our board of directors. Our board of directors did not declare a dividend or otherwise authorized any cash or other distribution with respect to the shares of our Common Stock in 2022 and does not anticipate declaring a dividend in the foreseeable future. Should we decide in the future to pay dividends, as a holding company, our ability to do so and meet other obligations depends upon the receipt of dividends or other payments from our operating subsidiaries and other holdings and investments. In addition, our operating subsidiaries, from time to time, may be subject to restrictions on their ability to make distributions to us, including as a result of restrictive covenants in loan agreements, restrictions on the conversion of local currency into dollars or other hard currency and other regulatory restrictions.

Voting Rights

Each outstanding share of Common Stock entitles the holder thereof to one vote per share on all matters coming before the stockholders for a vote. Our articles of incorporation and bylaws, currently in effect, do not permit cumulative voting for the election of directors. Likewise, our articles of incorporation do not vary the size of the vote necessary for the stockholders to act on various matters from the size of the vote required by Nevada law, which means, unless a different vote is required by express provisions of Nevada law, an action by the stockholders on a matter other than the election of directors shall be approved if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action. The directors of a Nevada corporation are elected at the annual meeting of the stockholders by a plurality of the votes cast at the election.

Preemption Rights

Our Common Stock has no preemptive or subscription rights, and no redemption, sinking fund, or conversion provisions.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The following summary describes the material terms of the Series A Preferred Stock. This summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation of the Series A Preferred Stock dated September 16, 2019.

Dividends

Holders of the Series A Preferred Stock are entitled to receive dividends out of funds legally available, upon any payment of any dividend, other than in common stock or securities convertible into common stock, on our Common Stock, when and as declared by the Board.

Voting

Each share of Series A Preferred Stock entitles the holder to 100 votes per share. Holders of the Series A Preferred Stock are entitled to vote, together with holders of Common Stock, with respect to any matters upon which holders of Common Stock have the right to vote. So long as 20,000,000 shares of Series A Preferred Stock are outstanding, the Company shall not, without the approval of a majority of outstanding shares of Series A Preferred Stock, (i) amend the Company's articles of incorporation or bylaws that would materially adversely affect the rights of Series A Preferred Stock; (ii) increase or decrease authorized shares of Series A Preferred Stock; or (iii) redeem shares of Common Stock.

Conversion Rights

The Series A Preferred Stock is not convertible into common stock.

Liquidation Rights

In the event of any liquidation, dissolution, or winding up of the Company, the Series A Preferred Stock shall receive the original issue price, or \$0.00001 per share, prior and in preference to any distribution to the holders of Common Stock. If the distributable assets are insufficient to permit the payment of the aforesaid amounts, such distributable assets shall be distributed ratably among the holders of Series A Preferred Stock. Once the holders of Series A Preferred Stock receive the original issue price in full, the remaining assets shall be distributed to the holders of Common Stock ratably based on the number of shares of Common Stock held by each.

Redemption or Sinking Fund Provisions

The Series A Preferred Stock is not redeemable and have no sinking fund provisions.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*** You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

The Company is primarily engaged in offering two types of products: coffee and liquor. The Company, through its subsidiaries in China, develops, produces, markets and sells flagship “coffee tea” products, which are innovative specialty coffee products with Chinese black tea’s taste, as well as black coffee products and other coffee products. The Company sells its coffee products wholesale to retail partners and corporate customers, as well as

directly to consumers in the PRC via its e-commerce channels. The Company is committed to building the first brand of “coffee tea” culture in the PRC. The Company has entered into franchise agreements with a large number of franchisees relating to the distribution, marketing and sale of its coffee products. The Company places its emphasis on a small variety of coffee offerings.

The Company’s liquor products are sold across China through sales agents, distributors and franchisees. Its licensed “Nainiang Liquor” retail stores have opened in a dozen of cities in China, such as Beijing, Shanghai, Shenzhen, Xiamen, Chongqing, Chengdu, Kunming, Foshan, Zhaoqing, Huangshan, Jingzhou and Baoding, to mainly market and sell its proprietary brand liquor products directly to consumers. The Company supplies the licensed retail stores with its liquor products and maintain quality and uniformity throughout the licensed stores by requiring uniform retail prices, providing continual trainings, periodic field visits by its marketing personnel and holding annual and special meetings of franchisees. Such retail stores launch marketing initiatives like tasting events to increase brand awareness and promote sales. The Company focuses on a small, curated selection of liquor products, including featured “coffee spirit” products and vintage “Baijiu” products. Its “coffee spirit” products are independently innovated in house which it believes are unique in China, with premium quality, good taste and a healthy profit margin. Its “Baijiu” (a type of Chinese liquor made from whole grain with an alcohol content of 40-60%) products are of premium quality. The Company owns a large stock of vintage Baijiu whose value grows with age. The liquor market is vast from which the Company generates more revenues than from the coffee business.

B. List any subsidiaries, parent company, or affiliated companies.

Microalliance Group Inc. is a US holding company incorporated in Nevada on February 25, 2004.

Wei Lian Jin Meng Group Limited, or WLJM Cayman, was incorporated in the Cayman Islands on June 30, 2020. It is 100% owned by Microalliance Group Inc. On February 2, 2021, the Company closed an acquisition of WLJM Cayman. The acquisition was effected by way of a share exchange agreement (the “Exchange Agreement”), with WLJM Cayman and shareholders who together own shares constituting 100% of the issued and outstanding shares of WLJM Cayman (the “WLJM Cayman Sellers”). Pursuant to the terms of the Exchange Agreement, the WLJM Cayman Sellers transferred to the Company all of their shares of WLJM Cayman in exchange for the issuance of 600,000,000 shares of the Company’s common stock (the “Acquisition”). The Acquisition has been accounted for as a recapitalization of the Company, whereby WLJM Cayman is the accounting acquirer.

Wei Lian Jin Meng (Hong Kong) Company Limited, or WLJM HK, was established in the Hong Kong Special Administrative Region (“Hong Kong”) of the PRC on August 5, 2020. It is 100% owned by WLJM Cayman.

Jin You Wei Meng (Shenzhen) Consulting Company Limited (金友微盟 (深圳) 信息咨询有限公司), or JYWM WFOE, was established as a wholly foreign-owned enterprise on November 24, 2020, under the laws of the PRC. It is 100% owned by WLJM HK.

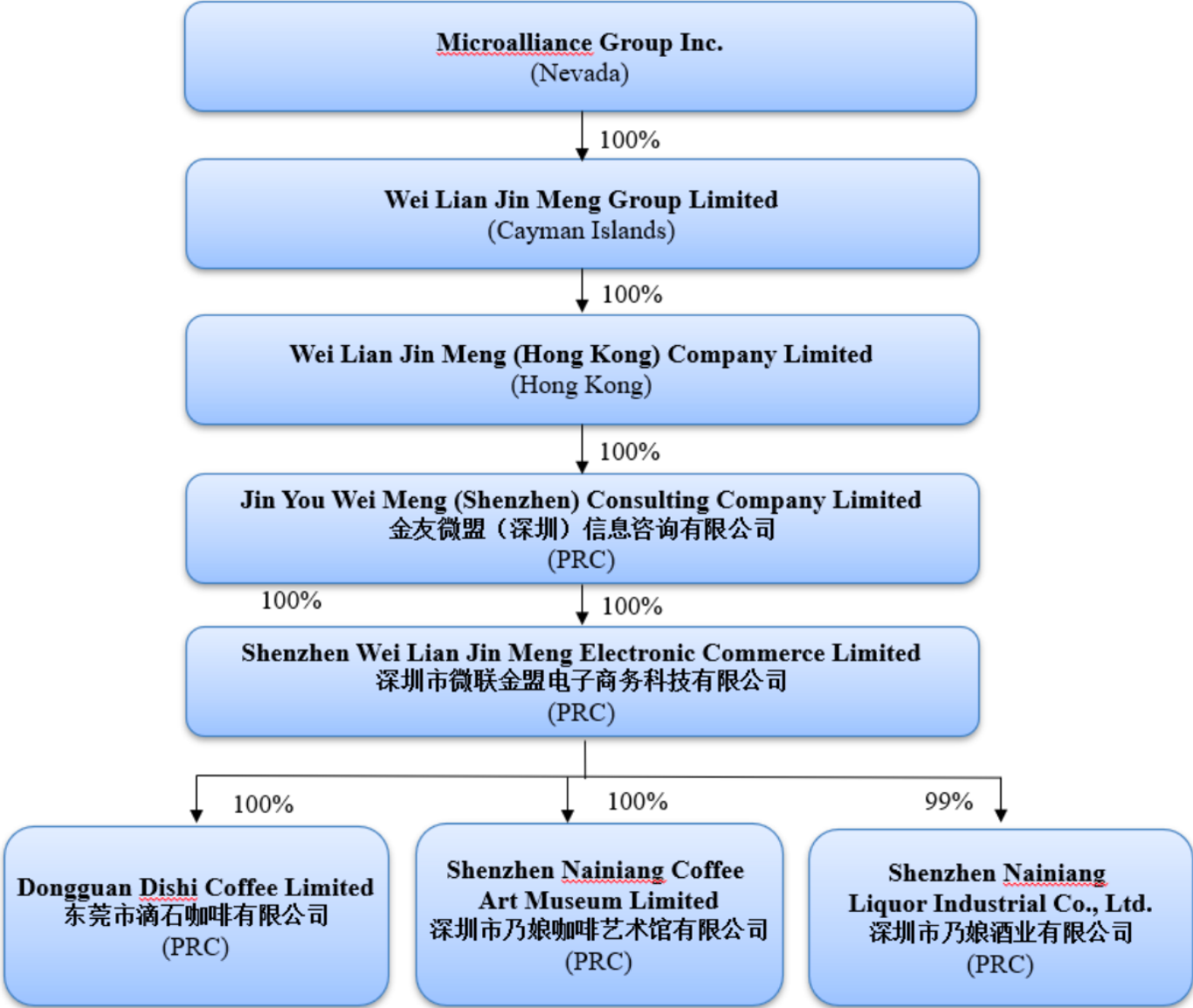
Shenzhen Wei Lian Jin Meng Electronic Commerce Limited (深圳市微联金盟电子商务科技有限公司), or Shenzhen Wei Lian, was incorporated on October 17, 2017, under the laws of the PRC. It is 100% owned by JYWM WFOE.

Dongguan Dishu Coffee Limited (东莞市滴石咖啡有限公司), or Dongguan Dishu, was incorporated on October 25, 2018, under the laws of the PRC. It is 100% owned by Shenzhen Wei Lian.

Shenzhen Nainiang Coffee Art Museum Limited (深圳市乃娘咖啡艺术馆有限公司), or Shenzhen Nainiang, was incorporated on June 20, 2019, under the laws of the PRC. It is 100% owned by Shenzhen Wei Lian. Shenzhen Nainiang Liquor Industrial Co., Ltd. (深圳市乃娘酒业有限公司), or Nainiang Liquor, was incorporated on January 14, 2020, under the laws of the PRC. Its corporate name was translated as “Shenzhen Nainiang Wine Industrial

Co., Ltd.” in our previous disclosure documents and we changed the translation to “Shenzhen Nainiang *Liquor Industrial Co., Ltd.*” to more accurately reflect the corresponding English meaning and its business. It is 99% owned by Shenzhen Wei Lian. On August 16, 2021, the Company entered into and closed a share exchange agreement with certain equity owners of Nainiang Liquor (the “Nainiang Liquor Owners”), pursuant to which, among other things and subject to the terms and conditions contained therein, the Company issued a total of 9,281,577 shares of the Company’s common stock to the Nainiang Liquor Owners in exchange for the Nainiang Liquor Owners, on June 3, 2021 and pursuant to a separate contract, transferring to the Company’s wholly-owned subsidiary, Shenzhen Wei Lian, 99% of the total issued and outstanding equity of Nainiang Liquor.

The chart below presents our current corporate structure:



C. Describe the issuers' principal products or services.

The Company, through its PRC subsidiaries, focuses on a small variety of coffee and liquor offerings.

Our coffee products include flagship "coffee tea" products, which are innovative specialty coffee products with Chinese black tea's taste. We also offer premium black coffee and other coffee products.

Our "Nainiang" liquor line features "coffee spirit" and Baijiu products. Our unique "coffee spirit" products represent spirits fermented from a mixture of sorghum and coffee beans, with different alcohol content from 22% to 42%. Our Baijiu offerings consist of high quality, fragrant Baijiu (a type of Chinese liquor made from whole grain with alcohol content from 40-60% that has a long history and is the most popular type of spirits in China).

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Our principal business and corporate address is 4th Floor, Building 10, Yantian International Creative Port Industrial East Street, Shatoujiao Street, Yantian District, Shenzhen, P.R. China 518000. The telephone number at our corporate address is +86 185 6676 1769.

The following table summarizes the real property we have leased:

4 th Floor, Building 10, Yantian International Creative Port, Industrial East Street, Shatoujiao Street, Yantian District, Shenzhen, China	Leased	Offices	6/16/2022-6/15/2027
1 st Floor – 7/8/9B, Tianyi Garden Complex, Mid-City, Xinzhou Road, Futian District, Shenzhen, China	Leased	Store	Month to month
No. 658 Jixian Road, Tong'an District, Xiamen City, Fujian Province, China	Leased	Offices	Month to month
1 st Floor, C Building, Qianhong Entrepreneurial Science Park, No.1 Yucheng Road, Sha Qu, Shatou Community, Chang'an Town, Dongguan, Guangdong Province, China	Leased	Warehouse	Month to month
8 th Floor, B Building, No.57 Room, Shanan Road, Xinsha Industrial Park, Shatou South Area, Chang'an Town, Dongguan, Guangdong Province, China	Leased	Manufacturing Factory	9/26/2023-10/31/2026

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Hong Zhu</u>	<u>CEO, CFO, Secretary, Treasurer, President, Director and Owner of more than 5%</u>	<u>Shenzhen, China</u>	<u>100,000,000</u>	<u>Series A Preferred</u>	<u>100%</u>	<u>Each share of Series A Preferred Stock is entitled to 100 votes at stockholder meetings.</u>
			<u>539,500,159*</u>	<u>Common</u>	<u>88.5%</u>	
<u>Sunshine Beauty Limited (BVI) (control person: Hong Zhu)</u>	<u>Owner of more than 5%</u>	<u>Shenzhen, China</u>	<u>120,000,000</u>	<u>Common</u>	<u>19.7%</u>	

*Includes (i) 120,000,000 shares of common stock beneficially owned through Sunshine Beauty Limited by Ms. Zhu, (ii) 4,500,159 shares of common stock directly owned by Ms. Zhu, (iii) 240,000,000 shares of common stock, previously owned by Sunshine Technology Limited whose sole director and shareholder is Ms. Zhu's mother Aiyun Ye, and transferred to Ms. Zhu pursuant to a stock purchase agreement dated January 28, 2022, and (iv) 175,000,000 shares of common stock, previously owned by Sunshine Power Limited whose sole director and shareholder is Ms. Zhu's father Jianyong Zhu, and transferred to Ms. Zhu pursuant to a stock purchase agreement dated January 28, 2022. Ms. Zhu also owns all of 100,000,000 shares of Series A Preferred Stock outstanding, which are entitled to 100 votes per share, but which are not convertible into our common stock.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Bevilacqua PLLC
Address 1: 1050 Connecticut Avenue, NW, Suite 500
Address 2: Washington, DC 20036
Phone: 202-869-0888 (ext. 110)
Email: yujia@bevilacquaplhc.com

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): None
Discord: None
LinkedIn: None
Facebook: None
[Other]: None

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Hong Zhu**
Title: **Chief Executive and Financial Officer**
Relationship to Issuer: **Executive Officer and Director**

B. The following financial statements were prepared in accordance with:

- IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Christopher Lee**
Title: **N/A**
Relationship to Issuer: **Financial Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ Christopher Lee previously worked with auditor from several audit firm for yearly financial auditing, with banker such as HSBC, RHB, and Hong Leong Bank in new/renewal bank facilities application.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

The unaudited financial statements as of March 31, 2024 and 2023 and for the period ended March 31, 2024 and 2023, as well as the notes thereto, were attached to this disclosure statement.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Hong Zhu certify that:

1. I have reviewed this Disclosure Statement for Microalliance Group Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 31 2024 [Date]

/s/ Hong Zhu [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Hong Zhu certify that:

1. I have reviewed this Disclosure Statement for Microalliance Group Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

July 31, 2024 [Date]

/s/ Hong Zhu [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

MICROALLIANCE GROUP INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED
MARCH 31, 2024 AND 2023
(UNAUDITED)

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MICROALLIANCE GROUP INC.
CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2024 AND DECEMBER 31, 2023
(In U.S. Dollars, except share data or otherwise stated)
(Unaudited)

	March 31, 2024	December 31, 2023
	US\$	US\$
ASSETS		
Current Assets		
Cash and cash equivalents	4,022	152,116
Accounts receivable	245,795	172,423
Other receivables	4,822,820	467,439
Inventories	14,323,053	18,663,807
Prepayment	-	157,329
Advance to suppliers	2,326,651	6,623,176
Amount due from related parties	29,018	29,018
Total Current Assets	21,751,359	26,265,308
Non-Current Assets		
Leasehold improvements and equipment, net	20,457	152,139
Intangible assets	49,780	3,449,757
Operating lease right-of-use assets	274,511	277,808
Total Non-Current Assets	344,748	3,879,704
Total Assets	22,096,107	30,145,012
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable, other payables and accruals	760,316	101,623
Advance from customers	460,992	443,449
Current operating lease liabilities	75,663	76,573
Total Current Liabilities	1,296,971	621,645
Non-Current Liabilities		
Non-Current operating lease liabilities	226,188	228,902
Total Non-Current Liabilities	226,188	228,902
Total Liabilities	1,523,159	228,902
EQUITY		
Share capital (750,000,000 shares of Common Stock, par value \$0.00001 per share, authorized, of which 609,316,077 shares were issued and outstanding as of March 31, 2024 and December 31, 2023; and 100,000,000 shares of Series A Preferred Stock, par value \$0.00001 per share, of which all 100,000,000 shares are issued and outstanding)		
Series A Preferred Stock	1,000	1,000
Common Stock	6,093	6,093
Additional paid in capital	10,215,427	10,215,427
Foreign currency translation reserves	(2,231,871)	(3,036,592)
Statutory reserves	3,633,786	3,633,786
Retained earnings	8,948,513	18,474,751
Total Equity	20,572,948	29,294,465
TOTAL LIABILITIES AND EQUITY	22,096,107	30,145,012

The accompanying notes are an integral part of the financial statements.

MICROALLIANCE GROUP INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(In U.S. Dollars, except share data or otherwise stated)
FOR THE THREE MONTH ENDED MARCH 31, 2024 AND 2023
(Unaudited)

	For the Three Months Ended March 31,	
	2024	2023
	US\$	US\$
Revenues	10,445	673,072
Cost of revenues	<u>(4,344,384)</u>	<u>(248,129)</u>
Gross (loss)/ profit	<u>(4,333,939)</u>	<u>424,943</u>
Operating expenses		
Selling and marketing expenses	-	(449,768)
General and administrative expenses	<u>(4,387,509)</u>	<u>(270,408)</u>
Total operating expenses	<u>(4,387,509)</u>	<u>(720,176)</u>
Operating loss	(8,721,448)	(295,233)
Other (expenses) income		
Other (expenses) income, net	<u>(69)</u>	<u>3,882</u>
Total other (expenses) income	<u>(69)</u>	<u>3,882</u>
Loss before provision income tax	-	(291,351)
Provision for income tax	<u>-</u>	<u>-</u>
Net Loss for the period	(8,721,517)	(291,351)
Foreign currency translation differences	<u>(804,721)</u>	<u>186,300</u>
Total Comprehensive Loss for the period	<u><u>(9,526,238)</u></u>	<u><u>(105,051)</u></u>
Earnings per share:		
Basic and diluted	<u><u>(0.00)</u></u>	<u><u>(0.00)</u></u>
Weighted average number of common shares outstanding:		
Basic and diluted	<u><u>609,316,077</u></u>	<u><u>609,316,077</u></u>

The accompanying notes are an integral part of the consolidated financial statements.

MICROALLIANCE GROUP INC.
CONSOLIDATED STATEMENTS OF CHANGE IN EQUITY
(In U.S. Dollars, except share data or otherwise stated)
FOR THE THREE MONTH ENDED MARCH 31, 2024 AND 2023
(Unaudited)

	<u>Common Stock</u>		<u>Series A Preferred Stock</u>		<u>Additional Paid-in Capital</u>	<u>Foreign Currency Translation Reserve</u>	<u>Retain Earnings</u>		<u>Total Equity</u>
	<u>Number of shares</u>	<u>Amounts</u>	<u>Number of shares</u>	<u>Amounts</u>			<u>Unrestricted</u>	<u>Statutory Reserve</u>	
Balance at December 31, 2023	609,316,077	\$ 6,093	100,000,000	\$ 1,000	\$ 10,215,427	\$ (3,036,592)	\$ 18,474,751	\$ 3,633,786	\$ 29,294,465
Foreign currency translation	-	-	-	-	-	804,721	-	-	804,721
Net Loss for the period	-	-	-	-	-	-	(9,526,238)	-	(9,526,238)
Balance at March 31, 2024	<u>609,316,077</u>	<u>\$ 6,093</u>	<u>100,000,000</u>	<u>\$ 1,000</u>	<u>\$ 10,215,427</u>	<u>\$ (2,231,871)</u>	<u>\$ 8,948,513</u>	<u>\$ 3,633,786</u>	<u>\$ 20,572,948</u>

	<u>Common Stock</u>		<u>Series A Preferred Stock</u>		<u>Additional Paid-in Capital</u>	<u>Foreign Currency Translation Reserve</u>	<u>Retain Earnings</u>		<u>Total Equity</u>
	<u>Number of shares</u>	<u>Amounts</u>	<u>Number of shares</u>	<u>Amounts</u>			<u>Unrestricted</u>	<u>Statutory Reserve</u>	
Balance at December 31, 2022	609,316,077	\$ 6,093	100,000,000	\$ 1,000	\$ 10,215,427	\$ (2,204,531)	\$ 19,988,852	\$ 3,633,786	\$ 31,640,627
Foreign currency translation	-	-	-	-	-	186,300	-	-	186,300
Net Loss for the period	-	-	-	-	-	-	(291,351)	-	(291,351)
Balance at March 31, 2023	<u>609,316,077</u>	<u>\$ 6,093</u>	<u>100,000,000</u>	<u>\$ 1,000</u>	<u>\$ 10,215,427</u>	<u>\$ (2,018,231)</u>	<u>\$ 19,697,501</u>	<u>\$ 3,633,786</u>	<u>\$ 31,535,576</u>

MICROALLIANCE GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In U.S. Dollars, except share data or otherwise stated)
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(UNAUDITED)

	<u>2024</u>	<u>2023</u>
	US\$	US\$
Cash flows from operating activities		
Net Loss	(9,526,238)	(291,351)
<i>Adjustments for:</i>		
Non-cash lease costs	3,942	4,399
Depreciation and amortization	256,406	288,917
<i>Changes in:</i>		
Accounts receivables	(73,372)	921,116
Other receivables and prepayment	(4,355,381)	21,120
Advance to supplier	4,296,525	921,116
Inventories	4,340,754	(85,520)
Accounts payable, other payables and accruals	658,692	(96,166)
Advance from customers	17,543	21,051
Amount due from/to related parties	-	705
Net cash provided by operating activities	<u>(4,381,129)</u>	<u>4,957,949</u>
Cash flows from investing activities:		
Additions to leasehold improvements and equipment	-	(32,428)
Impairment loss on intangible assets/ Additions to intangible assets	4,230,780	(4,384,670)
Net cash used in investing activities	<u>4,230,780</u>	<u>(4,417,098)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>2,255</u>	<u>(2,064)</u>
Net decrease in cash and cash equivalent	(148,094)	538,787
Cash and cash equivalent at beginning of the year	<u>152,116</u>	<u>8,794</u>
Cash and cash equivalent at end of the year	<u><u>4,022</u></u>	<u><u>547,581</u></u>
Supplemental disclosure of non-cash investing and financing activities		
Right-of-use assets obtained in exchange for operating lease obligations	93,862	98,787

The accompanying notes are an integral part of the consolidated financial statements.

MICROALLIANCE GROUP INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(UNAUDITED)

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Microalliance Group Inc. (the “Company” or “MALG”) was incorporated under the laws of the State of Nevada on February 25, 2004 with the original company name of Celtic Cross Ltd., initially for the purpose of acquiring timeshare entities and additional like entities. For unknown reasons, MALG was later abandoned and ceased filings with the Nevada Secretary of State for more than ten years following December 2, 2008. Thereafter, on April 2019, the district court in Nevada appointed Custodian Ventures, LLC (“Custodian”) as the custodian of MALG upon an application for appointment of custodian filed by the Custodian. The Custodian brought MALG into active status with the State of Nevada, appointed directors and officers of MALG, and took control of MALG. Until February 2, 2021, MALG has not engaged in any business, and has been a shell company.

The Company filed a Certificate of Amendment to Articles of Incorporation with the Secretary of State of the State of Nevada on February 7, 2022 to change its corporate name from Fountain Healthy Aging, Inc. (“FHAI”) to Microalliance Group Inc.

On February 1, 2021, MALG entered into a Share Exchange Agreement (the “Exchange Agreement”), with Wei Lian Jin Meng Group Limited, a limited liability company incorporated in the Cayman Islands (“WLJM Cayman” and together with its subsidiaries, the “WLJM Subsidiaries Group”), and shareholders who together own shares constituting 100% of the issued and outstanding shares of WLJM Cayman (the “Sellers”). Pursuant to the terms of the Exchange Agreement, the Sellers transferred to MALG all of their shares of WLJM Cayman in exchange for the issuance of 600,000,000 shares (the “Shares”) of MALG’s common stock (the “Acquisition”). The Acquisition has been accounted for as a recapitalization of MALG, whereby WLJM Cayman is the accounting acquirer. As a result of the Acquisition, MALG is now a holding company, is engaged in providing products and services in the food and beverage industry, including producing and selling “coffee tea” products, black coffee products and other coffee products.

Immediately after completion of the Acquisition on February 1, 2020 (the “Closing Date”), MALG’s capital stock consisted of: (i) 750,000,000 shares of common stock, par value \$0.00001 per share (“Common Stock”), authorized, of which 600,034,500 shares are issued and outstanding; and (ii) 100,000,000 shares of preferred stock, par value \$0.00001 per share, of which all 100,000,000 shares are designated Series A Preferred Stock (“Series A Preferred Stock”), of which all 100,000,000 shares are issued and outstanding.

As a result of the Acquisition, as of the Closing Date the Company has ceased to fall under the definition of shell company as defined in Rule 12b-2 under the Exchange Act of 1934, as amended (the “Exchange Act”) and WLJM Cayman is now a wholly owned subsidiary. For accounting purposes, the Share Exchange was treated as a reverse acquisition with WLJM Cayman as the acquirer and the Company as the acquired party.

WLJM Cayman was incorporated in the Cayman Islands under the Cayman Islands Companies Law on June 30, 2020. The Company does not conduct any substantive operations on its own but instead conducts its business operations through its subsidiaries in the Peoples’ Republic of China (the “PRC”).

Wei Lian Jin Meng (Hong Kong) Co., Ltd. (“WLJM HK”) was incorporated in Hong Kong under the Hong Kong Companies’ Ordinance (Chapter 622), on August 5, 2020. WLJM HK is a 100% owned subsidiary of WLJM Cayman.

Jin You Wei Meng (Shenzhen) Consulting Co., Ltd. (“JYWM WFOE”) was incorporated in the Peoples’ Republic of China (the “PRC”) on November 24, 2020. JYWM WFOE is a 100% owned subsidiary of WLJM HK.

Shenzhen Wei Lian Jin Meng Electronic Commerce Limited (“Shenzhen Wei Lian”) was incorporated in the Peoples’

Republic of China (the “PRC”) on October 17, 2017. Shenzhen Wei Lian is a 100% owned subsidiary of JYWM WFOE. Shenzhen Wei Lian wholesales “coffee tea” products to retail partners and corporate customers.

Dongguan Dishu Coffee Limited (“Dongguan Dishu”) was incorporated in the Peoples’ Republic of China (the “PRC”) on October 25, 2018. Dongguan Dishu is a 100% owned subsidiary of Shenzhen Wei Lian. Dongguan Dishu merchandizes “coffee tea” products for Shenzhen Wei Lian.

Shenzhen Nainiang Coffee Art Museum Limited (“Shenzhen Nainiang”) was incorporated in the Peoples’ Republic of China (the “PRC”) on June 20, 2019. Shenzhen Nainiang is a 100% owned subsidiary of Shenzhen Wei Lian. Shenzhen Nainiang starts generating revenues in the fiscal year 2020. Currently, Shenzhen Nainiang sells “coffee tea” products to individual consumers and provides pre-opening assistance to retail partners to operate coffee stores. Shenzhen Nainiang plans to operate their self-owned retailed stores to sell “coffee tea” products and to serve cups of freshly brewed “coffee tea”. The Company is evaluating the number of stores to be opened subsequent to December 31, 2023.

The reorganization of WLJM Cayman and its subsidiaries was completed on December 24, 2020.

On June 2, 2021, MALG’s wholly-owned subsidiary Shenzhen Wei Lian Jin Meng Electronic Commerce Limited (“Shenzhen Wei Lian”) entered into an equity transfer agreement with the owners (the “Sellers”) of Shenzhen Nainiang Liquor Industrial Co., Ltd. (“Nainiang Liquor”), under which Shenzhen Wei Lian agreed to acquire 99% ownership of Nainiang Liquor in exchange for causing MALG to issue shares of its common stock to the Sellers at a later date (the “PRC Transaction”). The PRC Transaction closed on June 3, 2021. Among the Sellers is Ms. Zhu Hong, who is the sole officer and director of MALG and the majority shareholder of MALG.

On August 16, 2021, MALG entered into a Share Exchange Agreement with Nainiang Liquor and the Sellers pursuant to which MALG agreed to issue 9,281,577 shares of its common stock (the “Exchange Shares”) to the Sellers (the “US Transaction,” and together with the PRC Transaction, the “Nainiang Liquor Transaction”). The US Transaction closed on August 16, 2021, and the Exchange Shares were issued to the Sellers. For more information about the Nainiang Liquor Transaction, please refer to the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 16, 2021.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements include the balances and results of operations of the Company have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchanges Commission (“SEC”) and in conformity with generally accepted accounting principles in the U.S. (“US GAAP”).

The accompanying financial statements are presented on the basis that the Company is a going concern. The going concern assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

Principles of Consolidation

Pursuant to the reorganization with WLJM Subsidiaries Group and the acquisition of Nainiang Liquor, MALG became the ultimate holding company, which were under the common control of the controlling shareholder before and after the reorganization and acquisition. Accordingly, the Company’s financial statements have been prepared on a consolidated basis by applying the predecessor value method as if the reorganization had been completed at the beginning of the earliest reporting period in accordance with US GAAP. The assets and liabilities of the subsidiaries were using the existing book values from the controlling shareholders’ perspective. No adjustments are made to reflect fair values, or to recognize any new assets or liabilities as a result of the reorganization.

The consolidated financial statements include the financial statements of the Company and all its majority-owned subsidiaries from the dates they were incorporated. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, related disclosures of contingent liabilities at the balance sheet date, and revenue and expenses in the financial statements and accompanying notes. Significant accounting estimates reflected in the Company's financial statements include the valuation allowance for deferred tax assets, economic lives and impairment of leasehold improvements and equipment, allowance for doubtful accounts, etc. Actual results could differ from those estimates and such differences could affect the results of operations reported in future periods.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. All cash and cash equivalents relate to cash on hand and cash at bank at March 31, 2024 and 2023.

The Renminbi is not freely convertible into foreign currencies. Under the PRC Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Company is permitted to exchange Renminbi for foreign currencies through banks that are authorized to conduct foreign exchange business.

Leasehold Improvement and Equipment

An item of leasehold improvement and equipment is stated at cost less any accumulated depreciation and any accumulated allowance for decrease in value (if any).

The cost of an item of leasehold improvement and equipment comprises its purchase price, import duties and non-refundable purchase taxes (after deducting trade discounts and rebates) and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. These can include the initial estimate of costs of dismantling and removing the item, and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period.

The cost of replacing part of leasehold improvement and equipment is included in the carrying amount of the asset when it is probable that future economic benefits will flow to the Company and the carrying amount of those replaced parts is derecognized. Repairs and maintenance are charged to the statement of profit or loss during the financial period in which they are incurred.

Depreciation is calculated on the straight-line basis to write off the cost of each asset to its residual value over the estimated useful life as follows:

Leasehold improvement	Leased term
Equipment	5 years
Machinery	10 years
Computer equipment and software	3 years
Motor vehicle	4 years

Impairment of long-lived assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. Whenever there is an indication showing a permanent decrease in the amount of leasehold improvement and equipment; such as an evidence of obsolescence or physical damage of an asset, significant changes in the manner in which an asset is used or is expected to be used, the Company shall recognize loss on decrease in value of leasehold improvement and equipment in the statement of profit or loss where the carrying amount of asset is higher than the recoverable amount. The Company measures impairment by comparing the carrying value of the long-lived assets to the estimated discounted future cash flows expected to result from the use of the assets and their eventual disposition. If the sum of the expected discounted cash flow is less than the carrying amount of the assets, the Company would recognize an impairment loss based on the fair value of the assets.

During the year, the company identified an impairment loss related to its trademark fees due to early termination of the cooperation agreement. As a result, an impairment loss of \$4,230,780 has been recognized in the

statement of profit and loss. The carrying amount of the asset prior to impairment was \$4,230,780, and the carrying amount after impairment is \$0.

Revenue Recognition

The Company's revenues primarily include Company sales, franchise fees and income and revenues from transactions with franchisees.

Product sales

Product sales represents the sale of "coffee tea" and liquor products. Such revenue is recognized net of value-added taxes, upon delivery at such time that title passes to the customers.

Franchise fees and income

Franchise fees and income primarily include upfront franchise fees, such as initial fees, pre-opening assistance to operate liquor stores, subsequent training provided to franchisees and renewal fees. The Company has determined that the services provided in exchange for upfront franchise fees are highly interrelated with the franchise rights. The franchise rights are accounted for as rights to access the Company's symbolic intellectual property in accordance with ASC 606, and the Company recognizes upfront franchise fees received from a franchisee as revenue when performance obligations are satisfied in accordance with the franchise agreement or the renewal agreement. The franchise agreement term is typically 3 years.

Revenues from transactions with franchisees

Revenues from transactions with franchisees consist primarily of sales of liquor products. The Company sells and delivers liquor products to the franchisees. The performance obligations arising from such transactions are considered distinct from the franchise agreement as they are not highly dependent on the franchise agreement and the customer can benefit from the procurement service on its own. Revenue is recognized upon transfer of control over ordered items, generally upon delivery to the franchisees.

In determining the amount and timing of revenue from contracts with customers, the Company exercises significant judgment with respect to collectability of the amount; however, the timing of recognition does not require significant judgment, as it is based on either the franchise term or the date of product shipment, none of which require estimation.

The Company does not incur a significant amount of contract acquisition costs in conducting its franchising activities. The Company believes its franchising arrangements do not contain a significant financing component.

The Company's revenue recognition policy is compliant with ASC 606, Revenue from Contracts with Customers, and revenue is recognized when a customer obtains control of promised goods and is recognized in an amount that reflects the consideration that the Company expects to receive in exchange for those goods. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount:

- (i) identification of the goods and services in the contract;
- (ii) determination of whether the goods and services are performance obligations, including whether they are distinct in the context of the contract;
- (iii) measurement of the transaction price, including the constraint on variable consideration;
- (iv) allocation of the transaction price to the performance obligations; and
- (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine

which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery or service being rendered.

For all reporting periods, the Company has not disclosed the value of unsatisfied performance obligations for all product revenue contracts with an original expected length of one year or less, which is an optional exemption that is permitted under the adopted rules.

Accounts Receivable

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of accounts receivable. The Company assesses the probability of collection from each customer at the outset of the arrangement based on a number of factors, including the customer's payment history and its current creditworthiness. If in management's judgment collection is not probable, the Company does not record revenue until the uncertainty is removed.

Management performs ongoing credit evaluations, and the Company maintains an allowance for potential credit losses based upon its loss history and its aging analysis. The allowance for doubtful accounts is the Company's best estimate of the amount of credit losses in existing accounts receivable. Management reviews the allowance for doubtful accounts each reporting period based on a detailed analysis of trade receivables. In the analysis, management primarily considers the age of the customer's receivable, and also considers the creditworthiness of the customer, the economic conditions of the customer's industry, general economic conditions and trends, and the business relationship and history with its customers, among other factors. If any of these factors change, the Company may also change its original estimates, which could impact the level of the Company's future allowance for doubtful accounts. If judgments regarding the collectability of receivables were incorrect, adjustments to the allowance may be required, which would reduce profitability.

Accounts receivable is recognized and carried at the original invoice amount less an allowance for any uncollectible amounts.

An estimate for doubtful accounts receivable is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. No allowance for doubtful accounts was made for the period ended March 31, 2024 and 2023.

Advance to suppliers

Advance to suppliers mainly relates to refundable deposits paid to suppliers under secured supplies agreements in exchange for timely and sufficient supplies of products.

Operating leases

The Company determines if an arrangement contains a lease at inception. The Company elected the practical expedient, for all asset classes, to account for each lease component of a contract and its associated non-lease components as a single lease component, rather than allocating a standalone value to each component of a lease. For purposes of calculating operating lease obligations under the standard, the Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such option. The Company's leases do not contain material residual value guarantees or material restrictive covenants. Operating lease expense is recognized on a straight-line basis over the lease terms. The discount rate used to measure a lease obligation is usually the rate implicit in the lease; however, the Company's operating leases generally do not provide an implicit rate. Accordingly, the Company uses its incremental borrowing rate at lease commencement to determine the present value of lease payments. The incremental borrowing rate is an entity-specific rate which represents the rate of interest a lessee would pay to borrow on a collateralized basis over a similar term with similar payments.

Foreign Currency Translation

The reporting and functional currency of MALG is the USD. The functional currency from the companies is the Chinese Renminbi (“RMB”).

For financial reporting purposes, the financial statements which are prepared using the RMB, are translated into the Company’s reporting currency, USD. Assets and liabilities are translated using the exchange rate on the balance sheet date, which was 7.20 and 7.10 as of March 31, 2024, and December 31, 2023, respectively. Revenue and expenses are translated using average exchange rates prevailing during each reporting period. The 7.20 average exchange rates were used to translate revenues and expenses for the three months ended March 31, 2024, respectively. Stockholders’ equity is translated at historical exchange rates. Adjustments resulting from the translation are recorded as a separate component of accumulated other comprehensive loss in stockholders’ deficit.

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. The resulting exchange difference, presented as foreign currency transaction loss, is included in the accompanying condensed consolidated statements of operations.

Foreign Currency Risk

The RMB is not a freely convertible currency. The State Administration for Foreign Exchange, under the authority of the People’s Bank of China, controls the conversion of the RMB into other currencies. The value of the RMB is subject to changes in central government policies and to international economic and political developments affecting supply and demand in the China Foreign Exchange Trading System market. All the Company’s cash and cash equivalents are in RMB.

Economic and Political Risk

The Company’s operations are conducted in the PRC. Accordingly, the Company’s business, financial condition and results of operations may be influenced by the political, economic and legal environment in the PRC, and by the general state of the PRC economy.

The Company’s operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company’s results may be adversely affected by changes in the political and social conditions in the PRC, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion, remittances abroad, and rates and methods of taxation.

Concentration of credit Risk

Financial instruments that potentially expose the Company to significant concentration of credit risk consist primarily of cash and cash equivalents, accounts receivable, other receivables, inventory and advance to suppliers. As of March 31, 2024 and 2023, substantially all of the Company’s cash and cash equivalents were deposited with financial institutions with high-credit ratings and quality. The Company did not have any customers constituting 10% or more of the net revenues for the period of March 31, 2024 and 2023.

Fair Value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (–Paragraph820-10-35-37) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The Company's financial instruments consist primarily of cash and cash equivalents, accounts receivables, other receivables, accounts payable, other payables and advance from customers. The carrying amounts of these balances approximate their fair values due to the short-term maturities of these instruments.

Inventories

Inventories primarily consist of packing materials and finished goods, which are stated at the lower of cost, determined on a weighted average basis, or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale. When inventories are sold, their carrying amount is charged to expense in the period in which the revenue is recognized. Write-downs for declines in net realizable value or for losses of inventories are recognized as an expense in the period the impairment or loss occurs. For the period ended March 31, 2024 and 2023, the Company has not recorded any allowance for obsolete inventories.

Earnings Per Share

The Company reports earnings per share in accordance with ASC 260 "Earnings Per Share", which requires presentation of basic and diluted earnings per share in conjunction with the disclosure of the methodology used in computing such earnings per share. Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock. Further, if the number of common shares outstanding increases as a result of a stock dividend or stock split or decreases as a result of a reverse stock split, the computations of a basic and diluted earnings per share shall be adjusted retroactively for all periods presented to reflect that change in capital structure.

The Company's basic earnings per share is computed by dividing the net income available to holders by the weighted average number of the Company's ordinary shares outstanding. Diluted earnings per share reflects the amount of net income available to each ordinary share outstanding during the period plus the number of additional shares that would have been outstanding if potentially dilutive securities had been issued. Series A Preferred Stock was included in the dilutive ordinary shares for the period ended March 31, 2024 and 2023.

Income Taxes

We follow ASC 740-10-30, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income in the period that includes the enactment date.

Comprehensive loss

Comprehensive loss includes net loss and foreign currency translation adjustments. Comprehensive loss is reported in the statements of comprehensive loss.

Recent accounting pronouncements

In June 2016, the FASB issued ASU 2016-13, Financial Instruments — Credit Losses (Topic 326), Measurement of Credit Losses on Financial Statements. This ASU requires a financial asset (or group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. This Accounting Standards Update affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual rights to receive cash. For smaller public business entities, the amendments in this Update are effective for fiscal years beginning after January 1, 2023, including interim periods within those fiscal years. All entities may adopt the amendments in this Update through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). The Company adopted this standard on January 1, 2023

The Company reviews new accounting standards as issued. Management has not identified any other new standards that it believes will have a significant impact on the Company's financial statements.

NOTE 3. REVENUE

Revenue for the period of March 31, 2024 and 2023, consists of the following:-

Revenue	For the period ended March 31,	
	2024	2023
Product sales	\$ 10,445	\$ 486,803
Franchise fees and income	-	10,017
Revenues from transactions with franchisees	-	808,836
	<u>\$ 10,445</u>	<u>\$ 1,305,656</u>

NOTE 4. OTHER RECEIVABLES

For the period ended March 31, 2024 and 2023, other receivables mainly consist of employees advance to be spent for company purposes, refundable rental deposits and prepaid administrative expenses. The balances are unsecured, non-interest bearing and repayable on demand. During the period ended March 31, 2024 and 2023, the Company did not write off any other receivables which was deemed uncollectible, respectively.

NOTE 5. INVENTORIES

	March 31, 2024	December 31, 2023
Raw materials (1)	\$ 13,997,856	\$ 16,225,137
Finished goods	325,197	2,438,670
Good in transit	-	-
	<u>\$ 14,323,053</u>	<u>\$ 18,663,807</u>

(1) Raw materials mainly consist of unprocessed coffee beans, unprocessed liquor and packaging materials

NOTE 6. LEASEHOLD IMPROVEMENT AND EQUIPMENT, NET

	March 31, 2024	December 31, 2023
Leasehold improvement	\$ 59,049	\$ 59,049
Equipment	30,828	30,828
Machinery	30,523	30,523
Computer equipment and software	73,343	73,343
Motor vehicles	440,220	440,220
	<u>633,963</u>	<u>633,963</u>
Lees: accumulated depreciation	(613,506)	(481,824)
	<u>\$ 20,457</u>	<u>\$ 152,139</u>

*Depreciation expense for the period ended March 31, 2024 and 2023 was \$131,682 and \$61,317 respectively.

NOTE 7. INTANGIBLE ASSETS

	March 31, 2024	December 31, 2023
APP Platform	\$ 98,631	\$ 98,631
Trademarks (1)	4,230,780	4,230,780
Less: accumulated amortization and impairment loss	(4,279,631)	(879,654)
	<u>\$ 49,780</u>	<u>\$ 3,449,757</u>

Amortization expense for the period ended March 31, 2024 and 2023 was \$48,851 and \$221,522, respectively.

(1) *In early of year 2024, the cooperation agreement had been terminated as of mutual understanding from both parties for the trademark fees which cause an impairment loss with total \$4,230,780 in to Profit and Loss accounts.*

NOTE 8. ACCOUNTS PAYABLES, OTHER PAYABLES AND ACCRUALS

	March 31, 2024	December 31, 2023
Accounts payable	\$ 688,992	\$ 2,206
Accrued payroll and welfare payable	67,533	48,839
VAT and other taxes payable	3,791	11,979
Others	-	38,599
	<u>\$ 760,316</u>	<u>\$ 101,623</u>

NOTE 9. ADVANCE FROM CUSTOMERS

The Company requires retail partners to sign cooperative agreement and to pay in advance for the supply of goods. Such advance is appropriated against future sales orders. These advances are interest free, unsecured and short-term in nature.

NOTE 10. INCOME TAXES

MALG was incorporated in the State of Nevada. MALG is an U.S. entity and is subject to the United States federal income tax. No provision for income taxes in the United States has been made as MALG had no United States taxable income for the period ended March 31, 2024 and 2023.

WLJM Cayman was incorporated in Cayman Islands. Under the current tax laws of Cayman Islands, WLJM Cayman is not subject to tax on their income or capital gains. In addition, upon of dividends by WLJM Cayman to its shareholders, no Cayman Islands withholding tax will be imposed.

WLJM HK was incorporated in Hong Kong and is subject to an income tax rate of 16.5% for taxable income generated from operations in Hong Kong.

JYWM WFOE, Shenzhen Wei Lian, Dongguan Dishu, Shenzhen Nainiang and Nainiang Liquor were incorporated in the PRC and they are subject to profits tax rate at 25% for income generated and operation in the country.

The full realization of the tax benefit associated with the losses carried forward depends predominantly upon the Company's ability to generate taxable income during the carry forward period.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

The Company did not record deferred tax assets for the period of March 31, 2024 and 2023

The Company operates its business through the subsidiaries incorporated in PRC which is subject to a corporate income tax rate of 25%. A reconciliation of the effective tax rates from 25% statutory tax rates for the period ended March 31, 2024 and 2023 is as follows:

	March 31, 2024	December 31, 2023
Loss before tax	\$ (8,721,517)	\$ (1,514,101)
Tax benefit calculated at statutory tax rate	25%	25%
Computed expected benefit expense	(2,180,379)	(378,525)
Movement in valuation allowance	2,180,379	378,525
	<u>\$ -</u>	<u>\$ -</u>

NOTE 11. OPERATING LEASE RIGHT-OF-USE ASSETS

The Company has leases for the offices, factory and warehouse in the PRC, under operating leases expiring on various dates through June 2027, which are classified as operating leases. In June 2022, the Company entered into a new lease agreement for a lease term of five years upon the expiration of the lease term for an office in June 2027 ("long-term lease"). In addition, the Company entered into various leases with lease terms of 12 months that do not contain a purchase option in 2022 and 2023 ("short-term leases"). The Company has elected to apply the exemption on the lessee accounting model for all short-term leases that rental payments were recognized as an expense on a straight-line basis over the lease term. For the long-term lease, there are no residual value guarantees and no restrictions or covenants imposed by the lease. Lease liabilities are measured at present value of the sum of remaining rental payments as of December 31, 2023, with discounted rate of 4.75%. A single lease cost is recognized over the lease term on a generally straight-line basis. All cash payments of operating lease cost are classified within operating

activities in the consolidated statement of cash flows. Depreciation expense for the long-term lease for the period ended March 31, 2024 and 2023 was \$18,916 and \$6,078, respectively. Rent expense for the short-term leases for the period ended March 31, 2024 and 2023 were \$22,361 and \$65,616, respectively.

The Company's future minimum payments under long-term non-cancelable operating leases are as follows:

	March 31, 2024
Within 1 year	\$ 89,444
After 1 year but within 5 years	230,606
Total lease payments	320,050
Less: imputed interest	(18,199)
Total lease obligation	301,851
Less: current obligation	(75,663)
Long-term lease obligation	<u>\$ 226,188</u>

Other information:

	March 31, 2024	March 31, 2023
Cash paid for amounts included in the measures of lease liabilities		
Operating cash flow from operating leases	\$ 22,361	\$ 107,202
Right-of-use assets obtained in exchange for operating lease liabilities	93,862	98,787
Remaining lease term for operating leases (years)	2.42	4.17
Weighted average discount rate for operating leases	4.75%	4.75%

NOTE 12. RELATED PARTY TRANSACTIONS

The significant related party transactions of the Company are shown below.

	For The Three Months Ended March 31,	
	2024	2023
Transaction with an entity in which directors have relationship:		
Shenzhen Weilian Jin Meng Culture Spreading Limited	\$ 29,108	\$ 29,018
	<u>\$ 29,108</u>	<u>\$ 29,018</u>

Amounts due from the related parties represent cash advances to related parties. The balances are unsecured, non-interest bearing and repayable on demand.

NOTE 13. RESERVES

(a) Statutory reserve

Pursuant to the laws applicable to the PRC's Foreign Investment Enterprises, the Company must make appropriations from after-tax profit to non-distributable reserve funds. Subject to certain cumulative limits, the general reserve requires annual appropriations of 10% of after-tax profits as determined under the PRC laws and regulations at each year-end until the balance reaches 50% of the PRC entity registered capital; the other reserve appropriations are at the Company's discretion. These reserves can only be used for specific purposes of enterprise expansion and are not distributable as cash dividends. During the period ended March 31, 2024 and 2023, the Company accrued statutory reserve of \$3,633,786 and \$3,633,786, respectively.

(b) Currency translation reserve

The currency translation reserve represents translation differences arising from translation of foreign currency financial statements into the Company's reporting currency.

NOTE 14. COMMITMENTS AND CONTINGENCIES

Except the operating lease commitment as disclosed at Note 11, there is no other material commitments.

NOTE 15. SUBSEQUENT EVENTS

There are no subsequent events have occurred that would require recognition or disclosure in the financial statements.